

SECURI



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**ANNUAL AUDITED REPORT
FORM X-17A-5
PART III**

OMB APPROVAL

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**Information Required of Brokers and Dealers Pursuant to Section 17 of the
Securities Exchange Act of 1934 and Rule 17a-5 Thereunder**

REPORT FOR THE PERIOD BEGINNING 01/01/2014 AND ENDING 12/31/2014
MM/DD/YY MM/DD/YY

A. REGISTRANT IDENTIFICATION

NAME OF BROKER-DEALER: Pondview Capital, LLC

ADDRESS OF PRINCIPAL PLACE OF BUSINESS: (Do not use P.O. Box No.)

151 Forest Street

(No. and Street)

Sherborn

MA

01770

(City)

(State)

(Zip Code)

NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT

Franklin Perlmutter

(508) 650-0011

(Area Code - Telephone Number)

B. ACCOUNTANT IDENTIFICATION

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report*

Samet & Company, PC

(Name - if individual, state last, first, middle name)

1330 Boylston Street

Chestnut Hill

MA

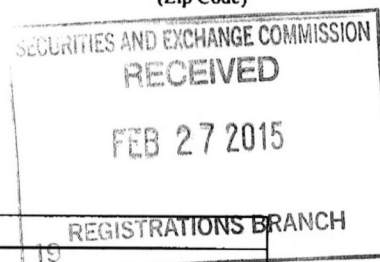
02467

(Address)

(City)

(State)

(Zip Code)

CHECK ONE:☒ Certified Public Accountant☐ Public Accountant☐ Accountant not resident in United States or any of its possessions.**FOR OFFICIAL USE ONLY**

*Claims for exemption from the requirement that the annual report be covered by the opinion of an independent public accountant must be supported by a statement of facts and circumstances relied on as the basis for the exemption. See Section 240.17a-5(e)(2)

SEC 1410 (06-02)

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OATH OR AFFIRMATION

I, Franklin Perlmutter, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of Pondview Capital, LLC, as of December 31, 2014, are true and correct. I further swear (or affirm) that neither the company nor any partner, proprietor, principal officer or director has any proprietary interest in any account classified solely as that of a customer, except as follows:

Franklin Perlmutter

Signature

President

Title

Laura E. McGuire
Notary Public



LAURA E. MCGUIRE
Notary Public
Commonwealth of Massachusetts
My Commission Expires
August 20, 2021

This report ** contains (check all applicable boxes):

- ☒ (a) Facing Page.
- ☒ (b) Statement of Financial Condition.
- ☒ (c) Statement of Income (Loss).
- ☒ (d) Statement of Changes in Financial Condition.
- ☒ (e) Statement of Changes in Stockholders' Equity or Partners' or Sole Proprietors' Capital.
- ☐ (f) Statement of Changes in Liabilities Subordinated to Claims of Creditors.
- ☒ (g) Computation of Net Capital.
- ☐ (h) Computation for Determination of Reserve Requirements Pursuant to Rule 15c3-3.
- ☐ (i) Information Relating to the Possession or Control Requirements Under Rule 15c3-3.
- ☐ (j) A Reconciliation, including appropriate explanation of the Computation of Net Capital Under Rule 15c3-1 and the Computation for Determination of the Reserve Requirements Under Exhibit A of Rule 15c3-3.
- ☐ (k) A Reconciliation between the audited and unaudited Statements of Financial Condition with respect to methods of consolidation.
- ☒ (l) An Oath or Affirmation.
- ☐ (m) A copy of the SIPC Supplemental Report.
- ☐ (n) A report describing any material inadequacies found to exist or found to have existed since the date of the previous audit.

**For conditions of confidential treatment of certain portions of this filing, see section 240.17a-5(e)(3).

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

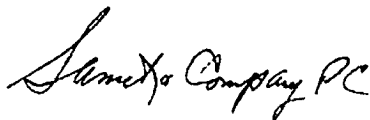
To the Board of Directors and Member of
Pondview Capital, LLC

We have audited the accompanying financial statements of Pondview Capital, LLC (a Delaware limited liability company) (the "Company") which comprise the statement of financial condition as of December 31, 2014, and the related statements of income, changes in member's equity, and cash flows for the year then ended that are filed pursuant to Rule 17a-5 under the Securities Exchange Act of 1934, and the related notes to the financial statements and supplemental information. The Company's management is responsible for these financial statements. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial condition of Pondview Capital, LLC as of December 31, 2014, and the results of its operations and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

The Computation of Net Capital Pursuant to Uniform Net Capital Rule 15c3-1 has been subjected to audit procedures performed in conjunction with the audit of the Company's financial statements. The supplemental information is the responsibility of the Company's management. Our audit procedures included determining whether the supplemental information reconciles to the financial statements or the underlying accounting and other records, as applicable, and performing procedures to test the completeness and accuracy of the information presented in the supplemental information. In forming our opinion on the supplemental information, we evaluated whether the supplemental information, including its form and content, is presented in conformity with Rule 17a-5 of the Securities Exchange Act of 1934. In our opinion, the supplemental information is fairly stated, in all material respects, in relation to the financial statements as a whole.



Chestnut Hill, Massachusetts
February 13, 2015

PONDVIEW CAPITAL, LLC
STATEMENT OF FINANCIAL CONDITION
December 31, 2014

ASSETS

Cash	\$ <u>13,750</u>
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LIABILITIES AND MEMBER'S EQUITY

Accrued expenses	\$ 4,750
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Member's equity	<u>9,000</u>
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	\$ <u>13,750</u>
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See notes to financial statements

PONDVIEW CAPITAL, LLC

STATEMENT OF INCOME
Year Ended December 31, 2014

Revenues:

Mergers and acquisitions	\$ <u>398,500</u>
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Operating expenses:

Management fees	14,400
Fees and licenses	4,214
Professional fees	4,900
Office expenses	600
Bank charges	<u>120</u>
	<u>24,234</u>

Net income	\$ <u><u>374,266</u></u>
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PONDVIEW CAPITAL, LLC

STATEMENT OF CHANGES IN MEMBER'S EQUITY

Year Ended December 31, 2014

Balance, January 1, 2014	\$ 7,834
Net income	374,266
Distributions to member	<u>(373,100)</u>
Balance, December 31, 2014	\$ <u>9,000</u>

See notes to financial statements

PONDVIEW CAPITAL, LLC

STATEMENT OF CASH FLOWS

Year Ended December 31, 2014

Cash flows from operating activities:	
Net income	\$ 374,266
Changes in operating liabilities:	
Accrued expenses	<u>1,150</u>
Net cash provided from operating activities	375,416
Cash flows from financing activities:	
Member distributions	<u>(373,100)</u>
Net increase in cash during the year	2,316
Cash, beginning of year	<u>11,434</u>
Cash, end of year	\$ <u><u>13,750</u></u>

See notes to financial statements

PONDVIEW CAPITAL, LLC

NOTES TO FINANCIAL STATEMENTS

December 31, 2014

Note 1 Organization and nature of business

Pondview Capital, LLC (the "Company") was formed in 2002 as a Delaware limited liability company. The Company is wholly owned by Pondview LLC (the "Parent"). The Company offers merger and acquisition advisory services and private placements of securities. The Company is a registered broker under the Securities Exchange Act of 1934 and is a member of the Financial Industry Regulatory Authority ("FINRA") and the Securities Investor Protection Corporation ("SIPC").

Note 2 Summary of significant accounting policies

Revenue recognition

The Company enters into contracts with customers calling for monthly consulting fees to be paid during the term of the arrangement and commission based on a fixed percentage of the total consideration paid once the merger, acquisition, etc. (the "Transaction") is completed. Accordingly, management recognizes monthly consulting fees in revenue in the month earned when persuasive evidence of an arrangement exists, the services outlined in the contract have been performed, the price of the contract is fixed or determinable, and collectability is reasonably assured, with commission revenue recognized once each Transaction is completed.

Income taxes

The sole member of the Company has elected to have the Company taxed as a single-member limited liability company. Accordingly, the Company is not subject to federal or state income taxes. All taxable income or losses and tax credits are reflected on the income tax returns of the member of the Company.

Income tax positions

The Financial Accounting Standards Board ("FASB") has issued a standard that clarifies the accounting and recognition of income tax positions taken or expected to be taken in the Company's income tax returns. The Company has analyzed tax positions taken for filing with the Internal Revenue Service and all state jurisdictions where it operates. The Company believes that that income tax positions will be sustained upon examination and does not anticipate any adjustments that would result in a material adverse affect on the Company's financial condition, results of operations or cash flows. Accordingly, the Company has not recorded any reserves or related accruals for interest and penalties for uncertain income tax positions. If the Company incurs interest or penalties as a result of unrecognized tax positions the policy is to classify interest accrued with interest expense and penalties thereon with operating expenses. The Company is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

PONDVIEW CAPITAL, LLC

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

December 31, 2014

Note 2 Summary of significant accounting policies (continued)

Fair value of financial instruments

The carrying amounts of financial instruments, including cash and accrued expenses, approximates fair value due to the short maturities of these asset and liabilities.

Use of estimates

Management uses estimates and assumptions in preparing financial statements. Those estimates and assumptions affect the reported amount of assets and liabilities, the disclosure of contingent assets and liabilities, and the reported revenues and expenses. Actual results could differ from those estimates.

Subsequent events

The Company has evaluated subsequent events through February 13, 2015, which is the date the financial statements were available to be issued.

Note 3 Net capital requirements

The Company is subject to the Securities and Exchange Commission's Uniform Net Capital Rule (Rule 15c3-1), which requires the maintenance of a minimum net capital balance and requires that the Company's aggregate indebtedness to net capital, as defined, shall not exceed 15 to 1.

At December 31, 2014 the Company's net capital was \$9,000, which was \$4,000 in excess of its required net capital of \$5,000. The Company's aggregate indebtedness to net capital was 0.53 to 1.

Note 4 Related party transactions

Pursuant to an expense sharing agreement, effective January 2, 2014, the Parent agreed to pay all operating expenses of the Company in connection with its corporate offices including automobile, insurance, postage, telephone, rent, photocopy, miscellaneous office supplies, and the salaries of individuals employed by the Parent who at any time perform work on company matters. The expense sharing agreement provides that certain expenses will be apportioned back to the Company and in addition that the Company will pay all of its own direct expenses, such as legal and accounting fees, filing costs, registration and membership fees, and those supplies such as stationery used solely by the Company. Additionally, it states that the Company agreed not to make any distributions or transfer funds if it would result in the Company's net capital falling below 120% of its minimum under Rule 15c3-1 of the Securities Exchange Act of 1934 or exceed minimum aggregate indebtedness requirements. Amounts paid to the Parent are reported as management fees on the accompanying statement of income and totaled \$14,400 during the year ended December 31, 2014.

PONDVIEW CAPITAL, LLC

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

December 31, 2014

Note 5

Concentrations

Major customers

The Company received 90% of its revenue from two customers during the year ended December 31, 2014.

Cash

The Company maintains its cash at financial institutions in bank deposits, which may exceed federally-insured limits. The Company has not experienced any losses in such accounts. The Company believes it is not exposed to any significant risk with respect to cash.

PONDVIEW CAPITAL, LLC

COMPUTATION OF NET CAPITAL PURSUANT TO
UNIFORM NET CAPITAL RULE 15c3-1
Year Ended December 31, 2014

Capital	
Member's equity	\$ <u>9,000</u>
Net capital	\$ <u>9,000</u>
Aggregate indebtedness	
Accrued expenses	\$ <u>4,750</u>
Computation of basic net capital requirement	
Minimum net capital required	\$ 317
Minimum dollar net capital required	5,000
Net capital requirement	5,000
Excess net capital	\$ <u>4,000</u>
Net capital less 120% of minimum	
dollar net capital required	\$ <u>3,000</u>
Percentage of aggregate indebtedness to net capital	53%
Reconciliation with Company's computation (included	
in part II of form X-17A-5 as of December 31, 2014)	
Net capital, as reported in Company's part II (unaudited) focus report	\$ <u>9,000</u>
Net capital per above	\$ <u>9,000</u>

PONDVIEW CAPITAL, LLC

REPORT UNDER THE EXEMPTION CONTAINED IN RULE 15C3-3

Period Ended December 31, 2014

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Certified Public Accountants

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Member of
Pondview Capital, LLC

We have reviewed management's statements, included in the accompanying Report Under the Exemption Contained in Rule 15c3-3, in which (1) Pondview Capital, LLC identified the following provisions of 17 C.F.R. §15c3-3(k) under which Pondview Capital, LLC claimed an exemption from 17 C.F.R. §240.15c3-3(k)(2)(i) (the "exemption provisions") and (2) Pondview Capital, LLC stated that Pondview Capital, LLC met the identified exemption provisions throughout the period ended December 31, 2014, without exception. Pondview Capital, LLC's management is responsible for compliance with the exemption provisions and its statements.

Our review was conducted in accordance with the standards of the Public Company Accounting Oversight Board (United States) and, accordingly, included inquiries and other required procedures to obtain evidence about Pondview Capital, LLC's compliance with the exemption provisions. A review is substantially less in scope than an examination, the objective of which is the expression of an opinion on management's statements. Accordingly, we do not express such an opinion.

Based on our review, we are not aware of any material modifications that should be made to management's statements referred to above for them to be fairly stated, in all material respects, based on the provisions set forth in paragraph (k)(2)(i) of Rule 15c3-3 under the Securities Exchange Act of 1934.

Chestnut Hill, Massachusetts

February 13, 2015

Assertions Regarding Exemption Provisions

I, as the managing member of PondView Capital LLC ("the Company"), am responsible for compliance with the annual reporting requirements under Rule 17a-5 of the Securities Exchange Act of 1934. Those requirements compel a broker or dealer to file annual reports with the Securities Exchange Commission (SEC) and the broker or dealer's designated examining authority (DEA). One of the reports to be included in the annual filing is an exemption report prepared by an independent public accountant based upon a review of assertions provided by the broker or dealer. Pursuant to that requirement, the management of the Company hereby makes the following assertions:

Identified Exemption Provision:

The Company claims exemption from the custody and reserve provisions of Rule 15c3-3 by operating under the exemption provided by Rule 15c3-3, Paragraph (k)(2)(i).

Statement Regarding Meeting Exemption Provision:

The Company met the identified exemption provision without exception throughout the period from June 1, 2014 to December 31, 2014.

By:



Frank Perlmutter, managing member

February 5, 2015

(Date)